

Kenneth I. Schacter
BINGHAM MCCUTCHEN LLP
399 Park Avenue
New York, NY 10022-4689
Tel.: 212.705.7000
Fax: 212.752.5378

Joseph L. Kociubes
Frances S. Cohen
Carol E. Head
BINGHAM MCCUTCHEN LLP
One Federal Street
Boston, MA 01120
Tel.: 617.951.8000

Attorneys for
Massachusetts Mutual Life Insurance Company and
MassMutual Holding LLC

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TREMONT SECURITIES LAW, STATE LAW
AND INSURANCE LITIGATION

This Document Relates to Insurance Action
09 Civ. 557 (TPG)

Master File No. 08-Civ. 11117
(TPG)

**OPPOSITION BY MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY AND
MASSMUTUAL HOLDING LLC TO PLAINTIFFS' MOTION FOR PRELIMINARY
APPROVAL OF PARTIAL CLASS ACTION SETTLEMENT**

Massachusetts Mutual Life Insurance Company and MassMutual Holding LLC (collectively, the "MassMutual Defendants") join Defendants Tremont Group Holdings, Inc., Tremont Partners, Inc. and Tremont (Bermuda) Limited's opposition to the Insurance Action plaintiffs' motion for preliminary approval of a partial class settlement. One Settlement provision -- a bar order prohibiting the non-settling defendants from pursuing claims for contribution against the Argus Defendants -- is prejudicial to the rights of all non-settling

defendants as provided under New York law. *See* N.Y. GOL § 15-108 (McKinney 2007).

Accordingly, this Court should deny plaintiffs' motion, absent amendment of the proposed bar order to include the judgment reduction credit mandated under GOL § 15-108.

Dated: New York, New York
September 18, 2009

BINGHAM MCCUTCHEN LLP

By: /s/ Kenneth I. Schacter

Kenneth I. Schacter
kenneth.schacter@bingham.com
399 Park Avenue
New York, NY 10022-4689
Tel.: 212.705.7000
Fax: 212.752.5378

Joseph L. Kociubes
joe.kociubes@bingham.com
Frances S. Cohen
frances.cohen@bingham.com
Carol E. Head
carol.head@bingham.com
One Federal Street
Boston, MA 01120
Tel.: 617.951.8000
Fax: 617.951.8736

*Attorneys for
Massachusetts Mutual Life Insurance
Company and MassMutual Holding
LLC*